



CULTER HERITAGE
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REGISTERED CHARITY
No. SCN-SC030474
Founded 1999

Honorary President
Anthony J. Dawson LLB, NP
Honorary Vice-President
James S Milne CBE

CONSTITUTION

Revised version adopted at the Annual General Meeting

Monday 17th September 2007

1 NAME

The Trust shall be known as "St Peter's Heritage Trust" (hereinafter referred to as "the Trust").

2. OBJECTS

The objects of the Trust shall be:-

- (i) To retain, house and display items of whatever nature that have influenced the development of the Village of Peterculter and the surrounding area over the years.
- (ii) To advance the education of the local residents in the area concerning its past connections with agriculture, the railways, the paper mill and other relevant activities.
- (iii) To promote and provide a local facility for the use of such youth, church history, educational or other activities as will assist residents of the area.;
- (iv) To promote, establish and operate other schemes of a charitable nature for the benefit of the community within the area;

(hereinafter referred to as "the objects");

3 PREMISES

The Trust premises shall be situated at the former St Peter's Church and Church Hall - now known as "St Peter's Heritage Centre."

In furtherance of said objects, the Trust may:-

- (i) engage and pay fees to professional and technical advisors/consultants to assist in the work of the Trust;
- (ii) bring together in conference and work in liaison with representatives of voluntary organisations, Government departments, local and other statutory authorities and individuals;
- (iii) take out membership of such organisations as are considered to be in the of and compatible with the objects of the Trust;
- (iv) promote and carry out or assist in promoting and carrying out research, surveys and investigations and where considered appropriate publish the results;
- (v) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- (vi) purchase, take on lease or exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings necessary for the work of the Trust;
- (vii) make regulations for the management of any property which may be acquired or leased by the Trust;
- (viii) subject to such consents as may be required by law, sell, let, mortgage dispose of or turn to account all or any of the property or assets of the Trust;
- (ix) subject to such consents as may be required by law, to accept legacies, donations or gifts on such terms as shall be deemed to be necessary or beneficial;
- (x) raise funds and invite and receive contributions from any person or parties whatsoever by way of subscription or otherwise provided that the Trust shall not undertake permanent trading activities in raising funds for the said objects except by means of a company established for that purpose;
- (xi) invest the moneys of the Trust not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law and
- (xii) do all such other lawful things as are necessary for the attainment of the objects of the Trust.

5 MEMBERSHIP

Full membership of the Trust shall be open to:-

- (i) individuals of 18 years and over who are interested in furthering the work of the Trust and who have paid the annual subscription as may be determined by the Trust from time to time;
- (ii) Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Trust. Junior members shall not be entitled to vote;
- (iii) The management committee aftermentioned shall have the right for good and sufficient reason to terminate the membership of any individual provided that the individual shall have the right to be heard by the management committee whose decision on the matter shall be final.

6 OFFICE BEARERS

- (ii) At the annual general meeting the Trust shall elect a chairperson, a vice-chairperson, a secretary and a treasurer and such other honorary officers as the Trust shall from time to time decide.
- (iii) The chairperson and the other honorary officers of the Trust shall hold office until the conclusion of the annual general meeting of the Trust next after their election but shall be eligible for re-election provided that no honorary officer shall hold office for more than three consecutive years. On the expiration of such period, one further year must elapse before any former honorary officer shall be eligible for re-election to the post from which he or she has demitted office.
- (iv) The chairperson, and other honorary officers of the Trust shall be ex officia members of the management committee and of any other committee.

7 MANAGEMENT COMMITTEE

- (i) Subject as hereinafter mentioned the policy and management of the affairs of the Trust shall be directed by a management committee which shall meet not less than six times a year and shall consist of not less than fifteen and not more than twenty members.
- (ii) The members of the management committee shall be elected at the annual general meeting of the Trust in accordance with Clause 7 hereof.

- (iii) Election to the management committee shall be annual. On the expiration of their period in office any person shall be eligible for re-election.
- (iv) In addition to the members so elected and to those serving in an ex officio capacity the management committee may co-opt up to three further members being fully paid up members of the Trust who shall serve until the conclusion of the next annual general meeting provided that the number of co-opted members shall not exceed one third of the total membership of the management committee at the time of co-option. Co-opted members shall be entitled to vote at meeting of the committee;
- (v) Any casual vacancy on the management committee may be filled by the committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting of the Trust and shall be eligible for election at that meeting.
- (vi) The proceedings of the management committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.
- (vi) The management committee may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees or sub committees shall be reported back to the management committee as soon as possible.

8 MEETING OF THE TRUST

- (i) The first general meeting of the Trust shall be held not later than and once in each year thereafter an annual general meeting of the Trust shall be held at such time (not being more than 15 months after the holding of the preceding annual general meeting) and at such place as the management committee shall determine. At least 21 clear days` notice of the meeting shall be given in writing by the secretary to each member. At such annual general meeting the business shall include the consideration of the annual report of the work done by or under the auspices of the management committee, the approval of the accounts, the election of honorary officers, the election of members to serve on the management committee, the appointment of an independent examiner or examiners, motions submitted by the management committee or by members and the transaction of such other matters as may from to time be necessary.
- (ii) The chairperson of the management committee may at any time at his/her discretion call a special general meeting of the Trust. The secretary shall call a special general meeting of the Trust within 21

days of receiving a written request to do so signed by not less than five full members and giving reasons for the request.

9 NOMINATION OF HON. OFFICERS & MANAGEMENT COMMITTEE MEMBERS

Only full members of the Trust shall be eligible to serve as honorary officers or members of the management committee. Nominations for honorary officers or members of the management committee must be made by full members of the Trust in writing, signed by the nominee and must be in the hands of the secretary at least seven days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

10 RULES OF PROCEDURE AT ALL MEETINGS

- (i) **Quorum** The quorum at a meeting of the management committee or any committee appointed hereunder shall be one third of the management committee or committee (as the case may be) or such other number as the Group may in general meeting from time to time determine.
- (ii) **Voting** Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the management committee provided that no such arrangements shall be made with regard to alterations to the constitution or dissolution of the Trust. No person shall exercise more than one vote but in case of an equality of votes the person taking the chair at the meeting shall have a second or casting vote.
- (iii) **Minutes** The minutes of meetings of the Trust, the management committee and committees, and sub committees referred to hereinbefore shall contain a record of all proceedings, resolutions and decisions.
- (iv) **Standing Orders** The management committee shall have power to adopt or suspend standing orders for the Trust and its committees. Such standing orders which will be consistent and complementary to the terms of this constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the Trust in general meeting.

11 FINANCE

- (i) All monies raised by or on behalf of the Trust shall be applied to further the objects of the Trust and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Trust and fees to professional and technical advisers or the repayment to members of the management committee or of any committee or sub-committees appointed hereunder of reasonable out-of-pocket expenses.
- (ii) The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
- (iii) The management committee shall prepare annual accounts complying with all relevant statutory requirements. If an audit is required under any relevant statutory provisions or if the management committee otherwise think fit then the management committee shall ensure that such audit is carried out by a person who is either eligible to act as an auditor in terms of the relevant statutory provisions or in all other cases a qualified auditor.
- (iv) A statement of the accounts for the last financial year shall be submitted by the management committee to the annual general meeting for approval.
- (v) A bank account shall be opened in the name of the Trust as the management committee shall from time to time decide. The management committee shall authorise in writing four members of the management committee one of whom shall be the treasurer to sign cheques on behalf of the Trust. All cheques must be signed by not less than two of the four authorised signatories.

12 PROPERTY

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Trust shall be vested in the names of the chairperson, vice-chairperson (where appointed), the secretary and the treasurer for the time being ex-officio or in the names of trustees of a trust established for that purpose.

13. ALTERATIONS TO THE CONSTITUTION

Any alteration of this constitution shall receive the assent of not less than two-thirds of the members of the Trust present and voting at a general meeting whether annual or special provided that notice of such alteration shall have been received by the secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. Notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the secretary to each member of the Trust provided that no

alteration shall be made which would have the effect of causing the Trust to cease to be recognised by the Inland Revenue as a charity.

14 DISSOLUTION

If the management committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Trust, it shall call a special general meeting of the Trust, of which meeting not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and entitled to vote and voting at such meeting, the management committee shall have power to dispose of any assets held by or on behalf of the Trust. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable organisation or organisations having objects similar to the objects of the Trust, as the committee in their sole discretion may determine.